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1 UNITED STATES DISTRICT COURT
2 SOUTHERN DISTRICT OF NEW YORK

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10 CIV 5210 (DLC)

3 IN RE APPLICATION OF THE
4 CROMWELL GROUP, INC. AND
5 AFFILIATES, et al.

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New York, N.Y.
January 27, 2012
3:00 p.m.

7 Before:

8 HON. DENISE COTE,

9 District Judge

10 APPEARANCES

11 WEIL GOTSHAL & MANGES LLP
Attorneys for Cromwell Group

12 BY: R. BRUCE RICH
13 JONATHAN BLOOM
14 JACOB EBIN
MARK FIORE

15 PAUL WEISS RIFKIND WHARTON & GARRISON LLP
Attorneys for ASCAP

16 BY: JAY COHEN
17 LYNN B. BAYARD
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18 ASCAP

19 BY: RICHARD H. REIMER
20 SAMUEL MOSENKIS
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121r6usac

1 (In open court; case called)

2 THE DEPUTY CLERK: Counsel for the Cromwell Group
3 please state your name for the record.

4 MR. RICH: Good afternoon, your Honor. Bruce Rich.
5 With me this afternoon are my colleagues Jonathan Bloom and
6 Jacob Ebin and Mark Fiore.

7 THE DEPUTY CLERK: For ASCAP, please state your name
8 for the record.

9 MR. COHEN: Good afternoon, your Honor. Jay Cohen of
10 Paul Weiss. With me is Lynn Bayard Darren Johnson and Richard
11 Reimer and Samuel Mosenkis of ASCAP.

12 THE COURT: Welcome, everyone. It is a pleasure to
13 see you again.

14 This is a proceeding in connection with the matter
15 which we refer to as the Cromwell Group matter. I have a
16 proposed final order here reflecting the settlement of all open
17 issues. I have reviewed the papers. I have just one question.
18 Of course, I will be happy to hear anything counsel wish to
19 relate in this regard. If you have the proposed final order
20 before you and if you could turn to page 3, paragraph four
21 there is a paragraph there that talks about the fact that the
22 entry of this order is without prejudice to any arguments or
23 positions of the parties. I think I am reading this correctly,
24 but I just want to make sure that that paragraph applies to any
25 positions or arguments the parties might wish to make with

121r6usac

1 respect to license fees or other related matters for the period
2 beginning January 1, 2017 and thereafter.

3 MR. RICH: That's correct, your Honor. That was the
4 intention of any future proceedings although it didn't specify
5 the date, your Honor.

6 THE COURT: This isn't tendered as a final order
7 settling all issues for the period January 1st, 2010 to
8 December 31, 2016?

9 MR. RICH: That's correct.

10 THE COURT: Is there any objection to my modifying
11 paragraph 4 to reflect that it is without prejudice to any
12 arguments or positions, etc., for the period beginning
13 January 1, 2017 or any time thereafter?

14 MR. RICH: Not from the applicants, your Honor.

15 MR. COHEN: No objection, your Honor.

16 THE COURT: Do counsel for the Cromwell Group or maybe
17 I should say for RMLC have anything further that they would
18 like to communicate to me before I execute this by final order?

19 MR. RICH: No, your Honor. We were certainly prepared
20 either to outline its terms, but it sounds like as usual you
21 are ahead of us and have read it, but if you have any,
22 otherwise we think the documents speak for themselves. I would
23 just say implicit in the documents before you is a very
24 cooperative process at the end that led to this settlement on
25 both sides.

121r6usac

1 THE COURT: Thank you.

2 Mr. Cohen?

3 MR. COHEN: No, your Honor. Nothing to add.

4 THE COURT: So I have executed the final order. I
5 want to congratulate both sides for achieving this resolution.
6 I know how important this is to everyone who is represented
7 here in court and how this could have been an extremely arduous
8 and contentious litigation and I am sure counsel have provided
9 wonderful representations to their clients in helping them
10 achieve this resolution of these very important matters. You
11 have my congratulations.

12 So I think we are ready then to proceed to the related
13 matter.

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